RE/MAX Holdings, Inc. Form 4 February 25, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires: Ja

OMB APPROVAL

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Class A Common

Stock

02/23/2016

(Print or Type Responses)

1. Name and A DeSplinter J	Person * 2. Issue Symbol	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
		RE/MAX Holdings, Inc. [RMAX]			(Check all applicable)			
(Last)	(First) (Middle) 3. Date o	f Earliest Tra	ansaction				
		(Month/I	Day/Year)		X Director	109	6 Owner	
5075 S. SYI	02/23/2	02/23/2016			ve titleOth below)	er (specify		
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
DENVER, O	Filed(Mo	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tab	le I - Non-D	erivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Dat	te 2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of	
Security			on Date, if TransactionAcquired (A) or		Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership	

Code V Amount

1,809

A

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Following

Reported

Transaction(s) (Instr. 3 and 4)

 $13,123 \stackrel{(2)}{=}$

(A)

(D)

A

Price

<u>(1)</u>

(Instr. 4)

D

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
					,)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DeSplinter Joseph A						
5075 S. SYRACUSE ST.	X					
DENVER, CO 80237						

Signatures

/s/ Mark Rohr, as Attorney-in-Fact 02/25/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to the RE/MAX Holdings, Inc. 2013 Omnibus Incentive Plan, on February 23, 2016, the reporting person was granted 1,809 restricted stock units which vest on March 1, 2017.
- (2) Includes 1,541 unvested restricted stock units which are scheduled to vest on April 1, 2016 and 1,809 unvested restricted stock units which are scheduled to vest on March 1, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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